

Exhibit D

EXHIBIT D

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	: 08-13555 (SCC)
	:
Debtors.	: (Jointly Administered)
-----X	

**ORDER ESTABLISHING A PROTOCOL
TO RESOLVE CLAIMS FILED BY TRUSTEES ON BEHALF OF CERTAIN
ISSUERS OF RESIDENTIAL MORTGAGE-BACKED SECURITIES**

Upon the cross-motion of Lehman Brothers Holdings Inc. (“LBHI”) and Structured Assets Securities Corporation (“SASCO”) (together, and collectively with their affiliated debtors in the above-captioned cases, “Lehman” or the “Debtors”) for entry of an order establishing a protocol to resolve claims filed by the trustees on behalf of issuers of residential mortgage-backed securities, dated October 15, 2014 (the “Cross-Motion”); and the Court having jurisdiction to consider the Cross-Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334, Article XIV of the Plan, ¶ 77 of the Order confirming the Plan, and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Cross-Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Cross-Motion having been provided to the parties identified in the Cross-Motion; and it appearing that the relief sought in the Cross-Motion is in the best interests of LBHI and its creditors; and after due deliberation and sufficient cause appearing therefore, it is:

ORDERED that the Cross-Motion is granted as provided herein; and it is further

ORDERED that the RMBS Protocol¹ attached hereto is approved and shall be implemented to reconcile and determine the RMBS Claims filed by the RMBS Trustees; and it is further

ORDERED, that the failure to comply with the procedures and deadlines set forth in the RMBS Protocol with respect to any RMBS Claims shall result in the automatic disallowance and expungement of such RMBS Claims without further order of this Court; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
[_____], 2014

Honorable Shelley C. Chapman
United States Bankruptcy Judge

¹ Terms not defined herein shall have the same meaning ascribed to them in the Cross-Motion.